

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

July 11, 1995

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 1 dated as of May 19, 1995 to the Agreement dated as of November 1, 1994 between the following parties:

Lessor: Helm-Pacific Leasing  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

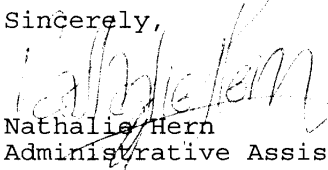
Lessee: Atlantic of New York, Inc.  
% Brambles USA  
400 North Michigan Ave., Suite 610  
Chicago, IL 60611

The equipment involved in this transaction is as follows:

Equipment: One hundred twenty-seven (127) boxcars  
(see Annex A attached for reporting mark  
& numbers)

Please file this agreement as a supplementary document to Recordation No. 19286 filed on March 8, 1995. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Hern  
Administrative Assistant

/nh  
Enclosures (2)

19286-A

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to the Lease of Railroad Equipment dated as of November 1, 1994 (the "Lease") between HELM-PACIFIC LEASING ("Lessor") and ATLANTIC OF NEW YORK, INC. ("Lessee") is made as of May 19, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the one hundred twenty-seven (127) boxcars described in Annex A to the Lease (the "Unit(s)") were leased by Lessor to Lessee.
- B. Since the Unit bearing the reporting mark and number AWDX 111 will not be delivered to Lessee, the parties desire to exclude such Unit from the Lease.
- C. The parties desire to amend the Lease for the remaining one hundred twenty-six (126) Units as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. In the first recital of the Lease, the words and number "one hundred twenty-seven (127)" are hereby replaced the the words and number "one hundred twenty-six (126)".
- 4. Annex A to the Lease is replaced by Annex A.1. attached hereto all references in the Lease to Annex A shall be deemed to refer to Annex A.1.
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

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IN WITNESS THEREOF, each party, pursuant to due authority has caused this Amendment No. 1 dated May 19, 1995 to the Lease of Railroad Equipment dated as of November 1, 1995 to be signed in its respective corporate name on the date indicated below its signature.

**LESSOR**

**LESSEE**

**HELM-PACIFIC LEASING**

**ATLANTIC OF NEW YORK, INC.**

By: Helm Pacific Corporation,  
its Joint Venturer

By: D. R. Ellis  
Title: President  
Date: 6/14/95

By: David J. Webster  
Title: Vice President  
Date: June 2, 1995

By: Union Pacific Venture  
Leasing, Inc., its  
Joint Venturer

By: D. Chandh Luni  
Title: President-UPVC  
Date: 6-4-95

STATE OF CALIFORNIA

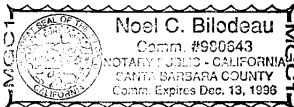
COUNTY OF SAN FRANCISCO

On June 14, 1995, before me, Noël C. Bilodeau  
personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Noël C. Bilodeau  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA )  
COUNTY OF DOUGLAS ) §

On this 14 day of June, 1995, before me personally appears D. Eckles, to me personally known, who being by me duly sworn says that he is a President of **UNION PACIFIC VENTURE LEASING, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

[Signature]  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]



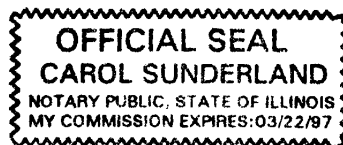
STATE OF Illinois )  
COUNTY OF Cook ) §

On this 2 day of June, 1995, before me personally appears David J. Webster, to me personally known, who being by me duly sworn says that he is a Vice President of ATLANTIC OF NEW YORK, INC., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol Sunderland  
Notary Public

My Commission Expires: March 22, 1997

[Notarial Seal]



ANNEX A.1.

To the Lease of Railroad Equipment dated as of November 1, 1994, as amended, between Helm-Pacific Leasing and Atlantic of New York, Inc.

GROUP A UNITS

Equipment Description:

Eighty-eight (88), 60', 100-ton boxcars with inside height of at least 10'9".

Previous Reporting Mark: ECOX

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
AWDX 100	AWDX 134	AWDX 167	AWDX 311
AWDX 101	AWDX 135	AWDX 168	AWDX 314
AWDX 102	AWDX 137	AWDX 170	AWDX 315
AWDX 104	AWDX 138	AWDX 172	AWDX 316
AWDX 107	AWDX 140	AWDX 175	AWDX 317
AWDX 108	AWDX 143	AWDX 177	AWDX 320
AWDX 110	AWDX 144	AWDX 178	AWDX 321
AWDX 112	AWDX 145	AWDX 181	AWDX 322
AWDX 114	AWDX 146	AWDX 182	AWDX 323
AWDX 115	AWDX 147	AWDX 183	AWDX 326
AWDX 117	AWDX 148	AWDX 184	AWDX 328
AWDX 118	AWDX 151	AWDX 185	AWDX 331
AWDX 119	AWDX 152	AWDX 186	AWDX 332
AWDX 123	AWDX 153	AWDX 189	AWDX 333
AWDX 124	AWDX 154	AWDX 301	AWDX 334
AWDX 125	AWDX 155	AWDX 302	AWDX 335
AWDX 126	AWDX 156	AWDX 303	AWDX 338
AWDX 127	AWDX 157	AWDX 304	AWDX 340
AWDX 128	AWDX 161	AWDX 306	AWDX 341
AWDX 129	AWDX 163	AWDX 307	AWDX 343
AWDX 131	AWDX 164	AWDX 308	AWDX 344
AWDX 133	AWDX 166	AWDX 310	AWDX 347

ANNEX A.1. - Continued

To the Lease of Railroad Equipment dated as of November 1, 1994, as amended, between Helm-Pacific Leasing and Atlantic of New York, Inc.

GROUP B UNITS

Equipment Description:

Thirty-eight (38), 60', 100-ton boxcars with inside height of at least 10'9".

Previous Reporting Mark: ECOX

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
AWDX 103	AWDX 132	AWDX 174	AWDX 327
AWDX 105	AWDX 139	AWDX 176	AWDX 329
AWDX 106	AWDX 142	AWDX 179	AWDX 330
AWDX 109	AWDX 149	AWDX 180	AWDX 336
AWDX 113	AWDX 159	AWDX 300	AWDX 337
AWDX 116	AWDX 160	AWDX 309	AWDX 342
AWDX 120	AWDX 165	AWDX 312	AWDX 346
AWDX 121	AWDX 169	AWDX 318	AWDX 348
AWDX 122	AWDX 171	AWDX 324	
AWDX 130	AWDX 173	AWDX 325	